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August 1, 2024

**Via ECF**

Hon. Renée Marie Bumb, U.S.D.J.  
United States District Court  
District of New Jersey  
Mitchell H. Cohen Building & U.S. Courthouse  
4th & Cooper Streets  
Camden, New Jersey 08101

RE: *In re Toronto-Dominion Bank/First Horizon Corp. Sec. Litig.*,  
No. 1:23-cv-02763-RMB-AMD

Dear Judge Bumb:

We, along with co-counsel, represent Lead Plaintiffs in the above-referenced matter. Pursuant to Local Rule 7.1(d)(6), Lead Plaintiffs respectfully request permission to file a sur-reply to address a new argument that the TD Defendants raised for the first time in their reply (ECF No. 52, “Reply”) in support of their motion to dismiss the Second Amended Complaint (ECF No. 47).

Specifically, in the Reply, the TD Defendants argued, for the first time, that this Court should follow three out-of-circuit district court decisions that purportedly “reach[ed] the same result” as *Menora Mivtachim Ins. Ltd. v. Frutrurom Indus. Ltd.*, 54 F.4th 82 (2d Cir. 2022). See Reply at 3; ECF No. 51 at 29. Citing *Menora*, the TD Defendants argue that these three decisions purportedly support their argument that, under Section 10(b) of the Securities Exchange Act, “shareholders of one merger party lack standing to sue the counterparty.” Reply at 1.

Because the TD Defendants failed to cite any of these decisions in their opening brief—while ignoring dispositive contrary Third Circuit authority (e.g., ECF No. 51 at 27)—Plaintiffs respectfully request leave to file a sur-reply of no more than three pages to address this new argument. In that sur-reply, Plaintiffs will demonstrate that these decisions, which do not address *Menora* or whether shareholders of a merger party have standing to sue a merger counterparty, are inapposite and do not support the argument that Plaintiffs lack standing here.

Hon. Renée Marie Bumb, U.S.D.J.

August 1, 2024

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Respectfully Submitted,

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/s/ James E. Cecchi  
James E. Cecchi

cc: All Counsel of Record (via ECF)